



OneCare Vermont Accountable Care Organization, LLC
Board of Managers Meeting
November 16, 2021
Minutes

A meeting of the Board of Managers of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) was held remotely via video and phone conference on November 16, 2021.

I. Call to Order and Board Announcements

Chair John Brumsted, MD called the meeting to order at 4:30 p.m. Chair Brumsted welcomed Carrie Wulfman, MD, Chief Medical Officer for OneCare. Dr. Wulfman described her work at OneCare to date including participating in the budget submission presentation and testimony to the Green Mountain Care Board on November 10. Vicki Loner, Chief Executive Officer, thanked Dr. Wulfman for presenting and noted the value of a Dr. Wulfman’s perspective as a practicing physician. Dr. Wulfman is conducting a review of OneCare’s clinical committees and plans to share more at a future Board meeting.

II. Welcome Board Managers, Invited Guests, and Members of the Public

Chair Brumsted welcomed members of the public in attendance and asked them to introduce themselves.

III. Consent Agenda Items

As part of the distributed pre-meeting materials, the Board received Consent Agenda Items including: (1) Draft of OneCare Public Session Minutes October 19, 2021; (2) Board Committee Reports November 2021; (3) Financial Statement Package September 2021; (4) Public Affairs Report November 2021; (5) Summary of Policy Changes; (6) 05-01 Contract Management; (7) 06-01 Documentation and Maintenance of Records; (8) 06-03 Policy on Policy Management; and (9) 07-07 Code of Conduct. An opportunity for discussion of any of these items was offered.

A Motion to Approve the Consent Agenda Items was made by T. Dee, seconded by C. Fort and approved by a majority vote of the Managers present. S. Lowell was not present for the vote.

IV. Governance

Chair Brumsted introduced the resolution to elect an At Large Representative to the Board. Sara Barry, Chief Operating Officer, explained that At Large representative Steve Gordon is stepping down December 31, 2021. The Executive Committee, acting as the Nominating

Committee, recommends a new At Large manager for Board approval. Ms. Barry described the candidate's qualifications and offered an opportunity for discussion.

A Motion to move to Approve the Resolution Appointing At Large Representative to the Board of Managers was made by J. Sayles, seconded by C. Kohaut and was approved by a unanimous, supermajority vote of the Managers present. S. Lowell was not present for the vote.

Chair Brumsted described that based on the recent governance changes, there is a seat for an Academic Medical Center in Vermont to be filled. The Executive Committee, acting as the Nominating Committee, recommended a candidate to the Board for approval. Chair Brumsted described the candidate's qualifications and offered an opportunity for discussion.

A Motion to move to Approve the Resolution Appointing Academic Medical Center Representative to the Board of Managers was made by S. LeBlanc, seconded by Dr. J. Saroyan and was approved by a unanimous, supermajority vote.

Chair Brumsted explained that as the Member, UVM Health Network appoints three Managers to the Board. Although the Board is not required to approve appointed Managers, in recognition of the collaborative nature of the Board, UVMHN asked for the endorsement of appointed Managers. Dr. Brumsted explained that Dr. Bob Pierattini will step down from the Board as of November 30, 2021 and thanked him for his service. UVMHN asked for the endorsement of Tom Huebner to succeed Dr. Pierattini.

Dr. Brumsted announced his departure from the Board at the end of January 2022. A new Chair of the Board will be added and a process for selecting the Chair is forthcoming. UVMHN asked for the endorsement of the appointment of Dr. Theresa Fama to fill the seat that will be left vacant by Dr. Brumsted. The proposed resolution was verbally changed during the meeting and is reflected in the attached amended resolution.

A Motion to move to Approve the Resolution Endorsing Representatives to the Board of Managers was made by T. Dee, seconded by C. Fort and was approved by a unanimous, supermajority vote.

V. 2020 Quality Scorecards Presentation

Josiah Mueller, Director of Value Based Care, presented the 2020 Quality Measure Results. Full results and payer program scorecards may be found in the meeting materials. Due to major disruptions to the health care system in 2020 because of the public health emergency, quality results and scorecards are challenging to interpret and uncertainty remains for Program Year 2021 and beyond. Due to the inconsistent availability of benchmarks for all payer programs, Mr. Mueller presented measure rates and compared performance to prior year or across programs within a payer as feasible. Additional detail can be found in the meeting materials.

The Board discussed that there was little learning from the results because of the disruption caused by the pandemic. However, the VBIF offers an opportunity for OneCare to meet participants where they are and mark progress. These data also offer the opportunity for comparison to national ACOs. OneCare is also looking at regional data and expects that there will be an opportunity to make granular comparisons. These quality results will be presented by the payers to GMCB on November 22 with OneCare in attendance.

VI. Public Comment

There were no comments from the public.

VII. Move to Executive Session

A Motion to move to Approve the Resolution to Move to Executive Session was made by S. LeBlanc, seconded by J. Sayles and was approved by a unanimous vote.

VIII. Votes

1. Executive Session Consent Agenda Items – Approved by Majority.

IX. Adjournment

Upon a Motion made, seconded, and approved by a unanimous vote, the meeting adjourned at 6:00 p.m.

X. Attachment to Minutes

Amended Resolution Appointing and Endorsing Representatives to the Board of Managers

Attendance:

OneCare Board Members

- | | | |
|---|---|--|
| <input checked="" type="checkbox"/> Dan Bennett | <input checked="" type="checkbox"/> Steve Gordon | <input checked="" type="checkbox"/> Toby Sadkin, MD |
| <input type="checkbox"/> Bob Bick | <input checked="" type="checkbox"/> Coleen Kohaut | <input checked="" type="checkbox"/> John Saroyan, MD |
| <input checked="" type="checkbox"/> John Brumsted, MD | <input checked="" type="checkbox"/> Steve LeBlanc | <input checked="" type="checkbox"/> John Sayles |
| <input checked="" type="checkbox"/> Michael Costa | <input checked="" type="checkbox"/> Sierra Lowell | <input type="checkbox"/> Adriane Trout, MD |
| <input checked="" type="checkbox"/> Betsy Davis | <input checked="" type="checkbox"/> Stuart May | <input checked="" type="checkbox"/> Cynthia Turner |
| <input checked="" type="checkbox"/> Tom Dee | <input checked="" type="checkbox"/> Robert Pierattini, MD | <input checked="" type="checkbox"/> Rick Vincent |
| <input checked="" type="checkbox"/> Claudio Fort | | |

S. Lowell joined the meeting at 4:36 p.m.

OneCare Risk Strategy Committee

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|---|-------------------------------------|--|
| <input checked="" type="checkbox"/> Dean French, MD | <input type="checkbox"/> Brian Nall | <input checked="" type="checkbox"/> Shawn Tester |
| <input type="checkbox"/> Steve Leffler, MD | | |

OneCare Leadership and Staff

- Vicki Loner
- Sara Barry
- Greg Daniels, Esq.
- Carrie Wulfman, MD

- Tom Borys
- Amy Bodette
- Derek Raynes
- Josiah Mueller

- Linda Cohen, Esq.
- Lucie Garand
- Ginger Irish
- Alida Duncan

Invited Guests

None.

DRAFT FOR APPROVAL



OneCare Vermont

Attachment to November 16, 2021 Public Session Minutes

OneCare Vermont Accountable Care Organization Board of Managers Resolution Appointing and Endorsing Representatives to the Board of Managers November 16, 2021

BE IT RESOLVED by the Board of Managers (the “Board”) of OneCare Vermont Accountable Care Organization, LLC (“OneCare”) as follows:

The Board, having reviewed and discussed the recommendations of the Nominating Committee and the qualifications of the candidate, hereby elects to seat the following Manager:

- A. Jen Gilwee, MD, Manager in the seat of an Academic Medical Center located in Vermont for a three-year term beginning on December 1, 2021 and ending on November 30, 2024; and

The Board, having reviewed and discussed the qualifications of the Member appointed Managerse, hereby votes to endorse the following Managers:

- B. Tom Huebner, as appointee of UVM Health Network for a term beginning on December 1, 2021; and
- B.C. Teresa Fama, MD, as appointee of UVM Health Network for a term beginning on February 1, 2022.